



## **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**

CIN: L11101MH1979PLC021302

**Regd. Office:** May Fair, A-11, Second Floor, New Fair Co-operative Housing Society Ltd., 26, S.V. Road, Bandra, West Mumbai, Maharashtra, India-400050

**Contact No:** 6357165301 **E-mail:** cs@dolphinoffshore.com

**Website:** www.dolphinoffshore.com

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

<b>E-VOTING STARTS ON</b>	<b>E-VOTING ENDS ON</b>
Sunday, March 29, 2026 at 09:00 Hours IST	Monday, April 27, 2026 at 17:00 Hours IST

**Dear Members,**

Notice is hereby given, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard- 2 on General Meetings ("SS-2") and any of this applicable laws and regulations, if any, seeking approval of the Members of Dolphin Offshore Enterprise (India) Limited (the "Company") on the below appended resolution by way of Special Resolutions by means of Postal Ballot to vote through Electronic Voting (E-voting).

An Explanatory Statement pursuant to Section 102 of the Act and on this applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular no. 02/2022 dated May 05, 2022, General Circular no. 11/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ("SEBI Circulars") this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot



Notice. The communication of the assent or dissent of the Members would only take place through the Remote E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') as the agency to provide Remote E-voting facility. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Monday, April 27, 2026. Remote E-voting facility will be blocked by MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

In accordance with the aforementioned MCA and SEBI Circulars, physical copies of the Notice or Postal Ballot Forms will not be dispatched to the Members of the Company. Consequently, the Company shall not accept any Ballot Forms.

The Board of Directors of the Company has appointed Ms. Aishwarya Himanshu Parekh, Practicing Company Secretary (Membership No. F13318 & Certificate of Practice No. 22505) as the Scrutinizer and failing her Mr. Rajesh Parekh, Proprietor of Rajesh Parekh & Co. (Membership No. A8073 & Certificate of Practice No. 2939) as the Alternate Scrutinizer for conducting the Postal Ballot (through remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by the Managing Director of the Company or the Company Secretary of the Company or any other person authorized by him not later than 2 (Two) working days of the conclusion of the Postal Ballot at the Registered Office of the Company. The results of the Postal Ballot shall be posted on the Company's website viz. [www.dolphinoffshore.com](http://www.dolphinoffshore.com) and on the website of MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') viz. <https://instavote.linkintime.co.in> besides communicating to the BSE Limited and the National Stock Exchange of India Limited the Stock Exchange(s) where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of Remote E-voting, i.e., Monday, April 27, 2026.



## **SPECIAL BUSINESSES:**

### **ITEM NO. 1**

#### **APPOINTMENT OF MR. VINIT RAMESHCHANDRA MUNDRA (DIN: 11597227) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a “Special Resolution”:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160, 161 and of this applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act and Regulation 17 and of this applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force), Mr. Vinit Rameshchandra Mundra (DIN: 11597227), who was appointed as an Additional Director (Non-Executive Independent) with effect from March 12, 2026 and holds office upto the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from March 12, 2026 to March 11, 2031 (both days inclusive)”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Director or Company Secretary, to give effect to the aforesaid resolution

**Place : Mumbai**  
**Date : 12.03.2026**

**By Order of the Board of Directors**  
**Dolphin Offshore Enterprises (India) Limited**

**sd/-**  
**Krena Khamar**  
**Company Secretary and Compliance Officer**  
**ACS: A62436**

#### **Registered Office:**

May Fair, A-11, Second Floor, New Fair  
Co-operative Housing Society Ltd.,  
26, S.V.Road, Bandra, West, Mumbai,  
Maharashtra-400050 India.  
Website: [www.dolphinoffshore.com](http://www.dolphinoffshore.com)  
Email: [cs@dolphinoffshore.com](mailto:cs@dolphinoffshore.com)  
CIN: L11101MH1979PLC021302



## **NOTES**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolution setting out all the material facts and reasons is enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the business as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolution contained in this Notice through Remote E-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ('MUFG') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as Friday, March 20, 2026 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote E-voting only.
4. The Cut-off date for reckoning the voting rights of the Members of the Company is Friday, March 20, 2026 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through Remote E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The Remote E-voting period starts on Sunday, March 29, 2026 at 9:00 Hours IST and ends on Monday, April 27, 2026, at 17:00 Hours IST.
5. The Board of Directors of the Company has appointed MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') as an agency to provide the Remote E-Voting Facility to the shareholders of the Company.
6. The Board of Directors of the Company has appointed Ms. Aishwarya Himanshu Parekh, Practicing Company Secretary (Membership No. F13318 & Certificate of Practice No. 22505) as the Scrutinizer and failing her Mr. Rajesh Parekh, Proprietor of Rajesh Parekh & Co. (Membership No. A8073 & Certificate of Practice No. 2939) as the Alternate Scrutinizer for conducting the Postal Ballot (remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
7. The Notice of Postal Ballot is also placed on the website of the Company i.e. website viz. [www.dolphinoffshore.com](http://www.dolphinoffshore.com) and on MUFG Intime India Private Limited (Formerly 'Link Intime India Private Limited') viz. <https://instavote.linkintime.co.in> and at the relevant sections of the



website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

8. Resolution passed by the Members through Postal Ballot is deemed to have been passed on the last day of remote e-voting i.e. on Monday, April 27, 2026 as if the same has been passed at a General Meeting of the Members.
9. The decision of the Scrutinizer on the validity of the votes cast through Remote E-voting in this regard shall be final and binding.
10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 Hours IST to 17:00 Hours IST except Saturdays, Sundays and public holidays upto the last date of voting under Postal Ballot i.e. Monday, April 27, 2026.
11. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and Remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (in case of Members holding shares in physical form) is provided hereunder.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by clicking the link: <https://in.mpms.mufg.com/> under Investor Services > E-mail/Bank detail Registration - fill in the details, upload the required documents and submit. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Members of the Company who have registered their e-mail addresses are also entitled to receive such communication in physical form, upon request.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING IS AS UNDER:-**

The remote e-voting period begins on Sunday, March 29, 2026 at 9:00 Hours IST and ends on Monday, April 27, 2026 at 17:00 Hours IST. The remote e-voting module shall be disabled by M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 20<sup>th</sup> March, 2026 may cast their vote electronically.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.*



## Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

### METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



### METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.



- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

#### **METHOD 1 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

#### **METHOD 2 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.



- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP to InstaVote**

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
  1. User ID: Enter User ID
  2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - o Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
    - o Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company



6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).  
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thiseafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.



- 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Furthis, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### **STEP 3 - Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).



## Helpdesk:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.muvg.com](mailto:enotices@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000.

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / his registered e-mail address. Shareholders can set the password of his/his choice by providing information about the*



particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

### **General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".

### **Contact Details:**

Company	:	Dolphin Offshore Enterprises (India) Limited CIN: L11101MH1979PLC021302 May Fair A-11 Second Floor, New Fair Co-Operative Housing Society, Bandra West, Mumbai, Maharashtra, India, 400050, WEBSITE: <a href="http://www.dolphinoffshore.com">www.dolphinoffshore.com</a> E-MAIL: <a href="mailto:cs@dolphinoffshore.com">cs@dolphinoffshore.com</a>
Registrar & Share Transfer Agent and E Voting Agency	:	MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd). 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre –1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006 Tel No: +91 079 26465179 Fax: +91 022 4918 6060 Email Id: <a href="mailto:ahmedabad@in.mpms.mufg.com">ahmedabad@in.mpms.mufg.com</a> Website : <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a>
Scrutinizer	:	Mr. Rajesh Parekh, Partner M/s. RPAP & Co, Practicing Company Secretaries Email Id: <a href="mailto:contact@csrajeshparekh.in">contact@csrajeshparekh.in</a>



## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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### **ITEM NO.1**

Pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company at its Meeting held on March 12, 2026, has approved the appointment of Mr. Vinit Rameshchandra Mundra (DIN: 11597227) as an Additional Director (Independent and Non-Executive) of the Company with effect from March 12, 2026 to hold office up to the date of the next General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 (“the Act”) and subject to approval of the Members at the said General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 12, 2026 to March 11, 2031 (both days inclusive).

As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 (“the Act”), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the AGM.

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of Independent Director. He meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Vinit Rameshchandra Mundra (DIN: 11597227) is a Chartered Accountant, qualified in 2008, and also completed Cost Accountant Inter in 2007. He brings with him 18 years of rich professional experience across both the service and manufacturing sectors.

He is currently associated with Control Plus Oil & Gas Solution Pvt. Ltd., and has previously contributed his expertise to reputed organizations such as Torrent Gas Pvt. Ltd., Hyfun Foods, and Chiripal Industry.

His core strengths lie in Finance and Accounts, Banking, and Costing, with a proven track record of aligning financial strategies to organizational growth. His vast knowledge and professional integrity make him a strong candidate to serve as an Independent Director, ensuring transparency, accountability, and value addition to the Board.

Mr. Vinit Rameshchandra Mundra (DIN: 11597227) is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any of this authority. He fulfils all of this conditions as specified in the Act and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. In the opinion of the Nomination and Remuneration Committee and the Board, she possesses requisite skills, capabilities, expertise and experience for appointment as an Independent Director and the Company will benefit from his valuable, experience, knowledge and counsel.



The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

In compliance with the provision of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the resolution contained in Item no. 2 of the accompanying Notice, accordingly, seeks the Members’ approval for appointment of Mr. Shalin Harshadbhai Patel as an Independent Director on the Board of the Company on the terms and conditions as specified in the letter of appointment as a Special Resolution. Draft letter of appointment to be issued to Mr. Vinit Rameshchandra Mundra (DIN: 11597227) setting out the terms and conditions of his appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to [cs@dolphinoffshore.com](mailto:cs@dolphinoffshore.com).

The Board of Directors recommends the resolution as set out in Item No. 1 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Vinit Rameshchandra Mundra (DIN: 11597227) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the of this Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or of this wise, in the Resolution set out at Item No. 1 of the Notice. Mr. Vinit Rameshchandra Mundra is not related to any of his Director / KMP of the Company.

**Place : Mumbai**  
**Date : 12.03.2026**

**By Order of the Board of Directors**  
**Dolphin Offshore Enterprises (India) Limited**

**sd/-**  
**Krena Khamar**  
**Company Secretary and Compliance Officer**  
**ACS: A62436**

**Registered Office:**

May Fair, A-11, Second Floor, New Fair  
Co-operative Housing Society Ltd.,  
26, S.V.Road, Bandra, West, Mumbai,  
Maharashtra-400050 India.  
Website: [www.dolphinoffshore.com](http://www.dolphinoffshore.com)  
Email: [cs@dolphinoffshore.com](mailto:cs@dolphinoffshore.com)  
CIN: L11101MH1979PLC021302



### Annexure A: Brief Resume of Director's seeking appointment.

Details of Director seeking appointment through the postal ballot process pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Particulars	Mr. Vinit Rameshchandra Mundra
Directors Identification Number (DIN)	11597227
Category	Independent Director (Non-Executive)
Date of Birth	06/05/1983
Age	43
Nationality	Indian
Date of first appointment by Board	12/03/2026
Brief Resume	Please refer Company's website: <a href="http://www.dolphinoffshore.com">www.dolphinoffshore.com</a> for detailed profile.
Qualifications	He is a Chartered Accountant, qualified in 2008, and also completed Cost Accountant Inter in 2007
Nature of Expertise in specific functional areas	He brings with him 18 years of rich professional experience across both the service and manufacturing sectors
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	His core strengths lie in Finance and Accounts, Banking, and Costing, with a proven track record of aligning financial strategies to organizational growth.
Directorship held in other entities.	Nil
Relationship with other Director/KMPs	Not related to the Board of Directors
Details of Board Meetings attended during the year.	Not Applicable
Term and Condition of appointment along with Remuneration.	He is Proposed to be appointed as Non-Executive Independent Director, not liable to retire by rotation.
Remuneration last drawn	Nil
No of Shares are held in the Company.	Nil
Remuneration proposed to be paid.	No remuneration to be paid apart from



	sitting fees.
Terms and Conditions of appointment.	As per Resolution and Explanatory Statement.
Memberships / Chairmanships of Committees (Audit and Stakeholder) includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on 31 <sup>st</sup> March, 2025.	Nil
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated 20 <sup>th</sup> June, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past 3 years	Nil
Justification for choosing the appointee for appointment as Independent Director	His vast knowledge and professional integrity make him a strong candidate to serve as an Independent Director, ensuring transparency, accountability, and value addition to the Board.